

VORNADO REALTY TRUST
Form 10-K/A
April 12, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D. C. 20549

FORM 10-K/A

(Amendment No.1)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the Fiscal Year Ended:December 31, 2016

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from

to

Commission File Number:

001 11954 (Vornado Realty Trust)

Commission File Number:

001 34482 (Vornado Realty L.P.)

Vornado Realty Trust

Vornado Realty L.P.

(Exact name of Registrants as specified in its charter)

Vornado Realty Trust	Maryland (State or other jurisdiction of incorporation or organization)	22-1657560 (I.R.S. Employer Identification Number)
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Vornado Realty L.P.	Delaware (State or other jurisdiction of incorporation or organization)	13-3925979 (I.R.S. Employer Identification Number)
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888 Seventh Avenue, New York, New York, 10019

(Address of principal executive offices) (Zip Code)

(212) 894-7000

(Registrants' telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of Each Class	Name of Exchange on Which Registered
Vornado Realty Trust	Common Shares of beneficial interest, \$.04 par value per share Cumulative Redeemable Preferred Shares of beneficial interest, no par value:	New York Stock Exchange
Vornado Realty Trust	6.625% Series G	New York Stock Exchange
Vornado Realty Trust	6.625% Series I	New York Stock Exchange
Vornado Realty Trust	5.70% Series K	New York Stock Exchange

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Vornado Realty Trust

5.40% Series L

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

Registrant

Vornado Realty L.P.

Title of Each Class

Class A Units of Limited Partnership Interest

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Vornado Realty Trust: YES NO Vornado Realty L.P.: YES NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Vornado Realty Trust: YES NO Vornado Realty L.P.: YES NO

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Vornado Realty Trust: YES NO Vornado Realty L.P.: YES NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Vornado Realty Trust: YES NO Vornado Realty L.P.: YES NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Vornado Realty Trust:

Large Accelerated Filer
Non-Accelerated Filer (Do not check if smaller reporting company)

Accelerated Filer
Smaller Reporting Company

Vornado Realty L.P.:

Large Accelerated Filer
Non-Accelerated Filer (Do not check if smaller reporting company)

Accelerated Filer
Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Vornado Realty Trust: YES NO Vornado Realty L.P.: YES NO

The aggregate market value of the voting and non-voting common shares held by non-affiliates of Vornado Realty Trust, i.e. by persons other than officers and trustees of Vornado Realty Trust, was \$17,294,426,000 at June 30, 2016.

As of December 31, 2016, there were 189,100,876 common shares of beneficial interest outstanding of Vornado Realty Trust.

There is no public market for the Class A units of limited partnership interest of Vornado Realty L.P. Based on the June 30, 2016 closing share price of Vornado Realty Trust's common shares, which are issuable upon redemption of the Class A units, the aggregate market value of the Class A units held by non-affiliates of Vornado Realty L.P., i.e. by persons other than Vornado Realty Trust and its officers and trustees, was \$984,737,000 at June 30, 2016.

Documents Incorporated by Reference

Part III: Portions of Proxy Statement for Annual Meeting of Vornado Realty Trust's Shareholders to be held on May 18, 2017.

Explanatory Note

In accordance with Rule 3-09 of Regulation S-X, Vornado Realty Trust (“Vornado”) and Vornado Realty L.P. (“the Operating Partnership”) are required to include in their combined Annual Report on Form 10-K for the year ended December 31, 2016, audited financial statements of Toys “R” Us, Inc. (“Toys”), an equity method investment in which Vornado owns approximately 32.5% of the common equity as of December 31, 2016. On February 13, 2017, Vornado and the Operating Partnership filed their combined Annual Report on Form 10-K for the year ended December 31, 2016 with the Securities and Exchange Commission indicating on the cover page that they would file an amendment to their combined Form 10-K to include Toys’ audited financial statements and related disclosures as soon as practicable after they were available.

On April 12, 2017, Toys filed its Annual Report on Form 10-K for its fiscal year ended January 28, 2017. Accordingly, Vornado and the Operating Partnership are filing this Amendment No. 1 on Form 10-K/A (Amendment No. 1) to their combined Form 10-K, filed on February 13, 2017, to incorporate by reference to this Amendment No. 1, Toys’ audited financial statements and related disclosures and to similarly include the consent of Ernst & Young LLP, Toys’ independent registered public accounting firm with respect to its report on such audited financial statements for the years ended January 28, 2017 and January 30, 2016, and the consent of Deloitte & Touche LLP, Toys’ independent registered public accounting firm with respect to its report on such audited financial statements for the fiscal year ended January 31, 2015.

Except as otherwise expressly noted herein, this Amendment No. 1 does not reflect events occurring after the filing of Vornado and the Operating Partnership’s original combined Form 10-K on February 13, 2017. Accordingly, this Amendment No. 1 should be read in conjunction with Vornado and the Operating Partnership’s original combined Form 10-K.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES

(a) Vornado and the Operating Partnership's consolidated financial statements are set forth in Item 8 of Vornado's and the Operating Partnership's combined Annual Report on Form 10-K filed on February 13, 2017 (the "Original Form 10-K").

The following financial statement schedules should be read in conjunction with the financial statements included in Item 8 of the Original Form 10-K.

II--Valuation and Qualifying Accounts--years ended December 31, 2016, 2015 and 2014

Page 168 of the Original Form 10-K.

III--Real Estate and Accumulated Depreciation as of December 31, 2016

Page 169 of the Original Form 10-K.

The consolidated financial statements of Toys R Us, Inc. are incorporated herein by reference to Item 8 of Toys R Us, Inc.'s Annual Report on Form 10-K for the fiscal year ended January 28, 2017 (File No. 001-11609), filed with the Securities and Exchange Commission on April 12, 2017.

See the exhibit index attached hereto and incorporated herein by reference. The following exhibits listed on the exhibit index, which is incorporated herein by reference, are filed with this Annual Report on Form 10-K/A (Amendment No. 1).

Exhibits

- 12.1 - Computation of Ratios for Vornado Realty Trust – Incorporated by reference to Exhibit 12.1 to the combined

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Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended

December 31, 2016 (File No. 001-11954), filed on February 13, 2017.

- 12.2 - Computation of Ratios for Vornado Realty L.P. – Incorporated by reference to Exhibit 12.2 to the combined
Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended
December 31, 2016 (File No. 001-11954), filed on February 13, 2017.
 - 21 - Subsidiaries of the Registrants – Incorporated by reference to Exhibit 21 to the combined Vornado Realty Trust
and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016
(File No. 001-11954), filed on February 13, 2017.
 - 23.1 - Consent of Independent Registered Public Accounting Firm for Vornado Realty Trust – Incorporated by reference
to Exhibit 23.1 to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual
Report on Form 10-K
for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017
 - 23.2 - Consent of Independent Registered Public Accounting Firm for Vornado Realty L.P. – Incorporated by reference
to Exhibit 23.2 to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual
Report on Form 10-K
for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017
 - 23.3 - Consent of Independent Registered Public Accounting Firm – Ernst & Young LLP
 - 23.4 - Consent of Independent Registered Public Accounting Firm for Vornado Realty Trust – Deloitte & Touche LLP
 - 23.5 - Consent of Independent Registered Public Accounting Firm for Vornado Realty L.P. – Deloitte & Touche LLP
 - 31.1 - Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty Trust
 - 31.2 - Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty Trust
 - 31.3 - Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty L.P.
 - 31.4 - Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty L.P.
 - 32.1 - Section 1350 Certification of the Chief Executive Officer of Vornado Realty Trust
 - 32.2 - Section 1350 Certification of the Chief Financial Officer of Vornado Realty Trust
 - 32.3 - Section 1350 Certification of the Chief Executive Officer of Vornado Realty L.P.
 - 32.4 - Section 1350 Certification of the Chief Financial Officer of Vornado Realty L.P.
 - 99.1 - Consolidated Financial Statements of Toys R Us, Inc., Report of Independent Registered Public Accounting Firm
thereon and Notes to Such Consolidated Financial Statements - Incorporated by reference to
Item 8 of Toys R Us, Inc.'s Annual Report on Form 10-K for the fiscal year ended January 28,
2017
(File No. 001-11609), filed with the Securities and Exchange Commission on April 12, 2017
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- 101.INS - XBRL Instance Document of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference
to Exhibit 101.INS to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017
- 101.SCH - XBRL Taxonomy Extension Schema of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference
to Exhibit 101.SCH to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017
- 101.CAL - XBRL Taxonomy Extension Calculation Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated
by reference to Exhibit 101.CAL to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017
- 101.DEF - XBRL Taxonomy Extension Definition Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated
by reference to Exhibit 101.DEF to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017
- 101.LAB - XBRL Taxonomy Extension Label Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated
by reference to Exhibit 101.LAB to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017
- 101.PRE - XBRL Taxonomy Extension Presentation Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference to Exhibit 101.PRE to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017

(b) See Exhibit Index attached to this Amendment No. 1.

(c) The financial statements required by Rule 3-09 of Regulation S-X are listed as Exhibit 99.1 to this Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VORNADO REALTY TRUST
(Registrant)

Date: April 12, 2017

By: /s/ Matthew Iocco
Matthew Iocco, Chief Accounting Officer (duly authorized
officer and principal accounting officer)



SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

VORNADO REALTY L.P.
(Registrant)

Date: April 12, 2017

By: /s/ Matthew Iocco
Matthew Iocco, Chief Accounting Officer of Vornado
Realty Trust, sole General Partner of Vornado Realty L.P.
(duly authorized officer and principal accounting officer)



EXHIBIT INDEX

Exhibit

No.

- 2.1 - Master Transaction Agreement, dated as of October 31, 2016, by and among Vornado Realty Trust, Vornado Realty L.P., JBG Properties, Inc., JBG/Operating Partners, L.P., certain affiliates of JBG Properties Inc. and JBG/Operating Partners set forth on Schedule A thereto, JBG SMITH Properties and JBG SMITH Properties L.P. - Incorporated by reference to Exhibit 2.1 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017. *
- 3.1 - Articles of Restatement of Vornado Realty Trust, as filed with the State Department of Assessments and Taxation of Maryland on July 30, 2007 - Incorporated by reference to Exhibit 3.75 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007 (File No. 001-11954), filed on July 31, 2007 *
- 3.2 - Amended and Restated Bylaws of Vornado Realty Trust, as amended on March 2, 2000 - Incorporated by reference to Exhibit 3.12 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 1999 (File No. 001-11954), filed on March 9, 2000 *
- 3.3 - Articles Supplementary, 5.40% Series L Cumulative Redeemable Preferred Shares of Beneficial Interest, liquidation preference \$25.00 per share, no par value – Incorporated by reference to Exhibit 3.6 to Vornado Realty Trust's Registration Statement on Form 8-A (File No. 001-11954), filed on January 25, 2013 *
- 3.4 - Second Amended and Restated Agreement of Limited Partnership of Vornado Realty L.P., dated as of October 20, 1997 (the "Partnership Agreement") – Incorporated by reference to Exhibit 3.26 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *

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- 3.5 - Amendment to the Partnership Agreement, dated as of December 16, 1997 – Incorporated by reference to Exhibit 3.27 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003 *
- 3.6 - Second Amendment to the Partnership Agreement, dated as of April 1, 1998 – Incorporated by reference to Exhibit 3.5 to Vornado Realty Trust’s Registration Statement on Form S-3 (File No. 333-50095), filed on April 14, 1998 *
- 3.7 - Third Amendment to the Partnership Agreement, dated as of November 12, 1998 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust’s Current Report on Form 8-K (File No. 001-11954), filed on November 30, 1998 *
- 3.8 - Fourth Amendment to the Partnership Agreement, dated as of November 30, 1998 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust’s Current Report on Form 8-K (File No. 001-11954), filed on February 9, 1999 *
- 3.9 - Fifth Amendment to the Partnership Agreement, dated as of March 3, 1999 - Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust’s Current Report on Form 8-K (File No. 001-11954), filed on March 17, 1999 *
- 3.10 - Sixth Amendment to the Partnership Agreement, dated as of March 17, 1999 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust’s Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.11 - Seventh Amendment to the Partnership Agreement, dated as of May 20, 1999 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust’s Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *

* Incorporated by reference.

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- 3.12 - Eighth Amendment to the Partnership Agreement, dated as of May 27, 1999 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on July 7, 1999 *
- 3.13 - Ninth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999 *
- 3.14 - Tenth Amendment to the Partnership Agreement, dated as of September 3, 1999 - Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on October 25, 1999 *
- 3.15 - Eleventh Amendment to the Partnership Agreement, dated as of November 24, 1999 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 23, 1999 *
- 3.16 - Twelfth Amendment to the Partnership Agreement, dated as of May 1, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on May 19, 2000 *
- 3.17 - Thirteenth Amendment to the Partnership Agreement, dated as of May 25, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on June 16, 2000 *
- 3.18 - Fourteenth Amendment to the Partnership Agreement, dated as of December 8, 2000 - Incorporated by reference to Exhibit 3.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954), filed on December 28, 2000 *
- 3.19 - Fifteenth Amendment to the Partnership Agreement, dated as of December 15, 2000 - Incorporated by reference to Exhibit 4.35 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-68462), filed on August 27, 2001 *
- 3.20 - Sixteenth Amendment to the Partnership Agreement, dated as of July 25, 2001 - Incorporated by reference to Exhibit 3.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001 11954), filed on October 12, 2001 *
- 3.21 - Seventeenth Amendment to the Partnership Agreement, dated as of September 21, 2001 - *

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Incorporated by reference to Exhibit 3.4 to Vornado Realty Trust's Current Report on Form 8 K (File No. 001-11954), filed on October 12, 2001

- 3.22 - Eighteenth Amendment to the Partnership Agreement, dated as of January 1, 2002 - *
Incorporated by reference to Exhibit 3.1 to Vornado Realty Trust's Current Report on Form 8-K/A (File No. 001-11954), filed on March 18, 2002
- 3.23 - Nineteenth Amendment to the Partnership Agreement, dated as of July 1, 2002 - Incorporated *
by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File No. 001-11954), filed on August 7, 2002
- 3.24 - Twentieth Amendment to the Partnership Agreement, dated April 9, 2003 - Incorporated by *
reference to Exhibit 3.46 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File No. 001-11954), filed on May 8, 2003
- 3.25 - Twenty-First Amendment to the Partnership Agreement, dated as of July 31, 2003 - *
Incorporated by reference to Exhibit 3.47 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended September 30, 2003 (File No. 001-11954), filed on November 7, 2003
- 3.26 - Twenty-Second Amendment to the Partnership Agreement, dated as of November 17, 2003 - *
Incorporated by reference to Exhibit 3.49 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2003 (File No. 001-11954), filed on March 3, 2004

*

Incorporated by reference.

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- 3.27 - Twenty-Third Amendment to the Partnership Agreement, dated May 27, 2004 – Incorporated by reference to Exhibit 99.2 to Vornado Realty Trust’s Current Report on Form 8-K (File No. 001-11954), filed on June 14, 2004 *
- 3.28 - Twenty-Fourth Amendment to the Partnership Agreement, dated August 17, 2004 – Incorporated by reference to Exhibit 3.57 to Vornado Realty Trust and Vornado Realty L.P.’s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005 *
- 3.29 - Twenty-Fifth Amendment to the Partnership Agreement, dated November 17, 2004 – Incorporated by reference to Exhibit 3.58 to Vornado Realty Trust and Vornado Realty L.P.’s Registration Statement on Form S-3 (File No. 333-122306), filed on January 26, 2005 *
- 3.30 - Twenty-Sixth Amendment to the Partnership Agreement, dated December 17, 2004 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004 *
- 3.31 - Twenty-Seventh Amendment to the Partnership Agreement, dated December 20, 2004 – Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2004 *
- 3.32 - Twenty-Eighth Amendment to the Partnership Agreement, dated December 30, 2004 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on January 4, 2005 *
- 3.33 - Twenty-Ninth Amendment to the Partnership Agreement, dated June 17, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 21, 2005 *
- 3.34 - Thirtieth Amendment to the Partnership Agreement, dated August 31, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on September 1, 2005 *
- 3.35 - Thirty-First Amendment to the Partnership Agreement, dated September 9, 2005 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on September 14, 2005 *

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- 3.36 - Thirty-Second Amendment and Restated Agreement of Limited Partnership, dated as of December 19, 2005 – Incorporated by reference to Exhibit 3.59 to Vornado Realty L.P.’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 (File No. 000-22685), filed on May 8, 2006 *
- 3.37 - Thirty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of April 25, 2006 – Incorporated by reference to Exhibit 10.2 to Vornado Realty Trust’s Form 8-K (File No. 001-11954), filed on May 1, 2006 *
- 3.38 - Thirty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of May 2, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on May 3, 2006 *
- 3.39 - Thirty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of August 17, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Form 8-K (File No. 000-22685), filed on August 23, 2006 *
- 3.40 - Thirty-Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of October 2, 2006 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Form 8-K (File No. 000-22685), filed on January 22, 2007 *

* Incorporated by reference.

- 3.41 - Thirty-Seventh Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.42 - Thirty-Eighth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.2 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.43 - Thirty-Ninth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.3 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.44 - Fortieth Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of June 28, 2007 – Incorporated by reference to Exhibit 3.4 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on June 27, 2007 *
- 3.45 - Forty-First Amendment to Second Amended and Restated Agreement of Limited Partnership, dated as of March 31, 2008 – Incorporated by reference to Exhibit 3.44 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2008 (file No. 001-11954), filed on May 6, 2008 *
- 3.46 - Forty-Second Amendment to Second Amended and Restated Agreement of Limited Partnership,
dated as of December 17, 2010 – Incorporated by reference to Exhibit 99.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on December 21, 2010 *
- 3.47 - Forty-Third Amendment to Second Amended and Restated Agreement of Limited Partnership,
dated as of April 20, 2011 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.’s Current Report on Form 8-K (File No. 000-22685), filed on April 21, 2011 *

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- 3.48 - Forty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership *
of Vornado Realty L.P., dated as of March 30, 2012 - Incorporated by reference to Exhibit 99.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on April 5, 2012
- 3.49 - Forty-Fourth Amendment to Second Amended and Restated Agreement of Limited Partnership *
dated as of July 18, 2012 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on July 18, 2012
- 3.50 - Forty-Fifth Amendment to Second Amended and Restated Agreement of Limited Partnership, *
dated as of January 25, 2013 – Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on January 25, 2013
- 3.51 - Forty-Sixth Amendment to Second Amended and Restated Agreement of Limited Partnership *
of Vornado Realty L.P., dated April 1, 2015 - Incorporated by reference to Exhibit 3.1 to Vornado Realty L.P.'s Current Report on Form 8-K (File No. 001-34482), filed on April 2, 2015
- 4.1 - Indenture, dated as of November 25, 2003, between Vornado Realty L.P. and The Bank of *
New York, as Trustee - Incorporated by reference to Exhibit 4.10 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 001-11954), filed on April 28, 2005

* Incorporated by reference.

- 4.2 - Indenture, dated as of November 20, 2006, among Vornado Realty Trust, as Issuer, *
Vornado
Realty L.P., as Guarantor and The Bank of New York, as Trustee –
Incorporated by
reference to Exhibit 4.1 to Vornado Realty Trust’s Current Report
on Form 8-K
(File No. 001-11954), filed on November 27, 2006
- Certain instruments defining the rights of holders of long-term debt securities of Vornado Realty Trust and its subsidiaries are omitted pursuant to Item 601(b)(4)(iii) of Regulation S-K. Vornado Realty Trust hereby undertakes to furnish to the Securities and Exchange Commission*
- 10.1 - Registration Rights Agreement between Vornado, Inc. and Steven Roth, dated December *
29,
1992 - Incorporated by reference to Vornado Realty Trust’s
Annual Report on Form 10-K
for the year ended December 31, 1992 (File No. 001-11954), filed
February 16, 1993
- 10.2 ** - Management Agreement between Interstate Properties and Vornado, Inc. dated July 13, *
1992
- Incorporated by reference to Vornado, Inc.’s Annual Report on
Form 10-K for the year
ended December 31, 1992 (File No. 001-11954), filed February
16, 1993
- 10.3 ** - Employment Agreement, dated as of April 15, 1997, by and among Vornado Realty *
Trust,
The Mendik Company, L.P. and David R. Greenbaum -
Incorporated by reference to
Exhibit 10.4 to Vornado Realty Trust’s Current Report on Form
8-K
(File No. 001-11954), filed on April 30, 1997
- 10.4 - Tax Reporting and Protection Agreement, dated December 31, 2001, by and among *
Vornado,
Vornado Realty L.P., Charles E. Smith Commercial Realty L.P.
and Charles E. Smith
Commercial Realty L.L.C. - Incorporated by reference to Exhibit
10.3 to Vornado Realty
Trust’s Current Report on Form 8-K/A (File No. 1-11954), filed on
March 18, 2002
- 10.5 ** - Amendment to Real Estate Retention Agreement, dated as of July 3, 2002, by and *
between

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Alexander's, Inc. and Vornado Realty L.P. - Incorporated by reference to Exhibit 10(i)(E)(3) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002

- 10.6 ** - 59th Street Real Estate Retention Agreement, dated as of July 3, 2002, by and between Vornado Realty L.P., 731 Residential LLC and 731 Commercial LLC - Incorporated by reference to Exhibit 10(i)(E)(4) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 *
- 10.7 - Amended and Restated Management and Development Agreement, dated as of July 3, 2002, by and between Alexander's, Inc., the subsidiaries party thereto and Vornado Management Corp. - Incorporated by reference to Exhibit 10(i)(F)(1) to Alexander's Inc.'s Quarterly Report for the quarter ended June 30, 2002 (File No. 001-06064), filed on August 7, 2002 *
- 10.8 ** - Form of Vornado Realty Trust's 2002 Omnibus Share Plan - Incorporated by reference to Exhibit 4.2 to Vornado Realty Trust's Registration Statement on Form S-8 (File No. 333-102216), filed on December 26, 2002. *
- 10.9 ** - Amended and Restated Employment Agreement between Vornado Realty Trust and Joseph Macnow dated July 27, 2006 – Incorporated by reference to Exhibit 10.54 to Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 001-11954), filed on August 1, 2006 *
- 10.10 ** - Amendment to Real Estate Retention Agreement, dated January 1, 2007, by and between Vornado Realty L.P. and Alexander's Inc. – Incorporated by reference to Exhibit 10.55 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007 *

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Incorporated by reference.

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Management contract or compensatory agreement.

- 10.11 ** - Amendment to 59th Street Real Estate Retention Agreement, dated January 1, 2007, by and among Vornado Realty L.P., 731 Retail One LLC, 731 Restaurant LLC, 731 Office One LLC and 731 Office Two LLC. – Incorporated by reference to Exhibit 10.56 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2006 (File No. 001-11954), filed on February 27, 2007 *
- 10.12 ** - Employment Agreement between Vornado Realty Trust and Mitchell Schear, as of April 19, 2007 – Incorporated by reference to Exhibit 10.46 to Vornado Realty Trust’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2007 (File No. 001-11954), filed on May 1, 2007 *
- 10.13 ** - Amendment to Employment Agreement between Vornado Realty Trust and Joseph Macnow, dated December 29, 2008. Incorporated by reference to Exhibit 10.48 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 *
- 10.14 ** - Amendment to Employment Agreement between Vornado Realty Trust and David R. Greenbaum, dated December 29, 2008. Incorporated by reference to Exhibit 10.49 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 *
- 10.15 ** - Amendment to Indemnification Agreement between Vornado Realty Trust and David R. Greenbaum, dated December 29, 2008. Incorporated by reference to Exhibit 10.50 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 *
- 10.16 ** - Amendment to Employment Agreement between Vornado Realty Trust and Mitchell N. Schear, dated December 29, 2008. Incorporated by reference to Exhibit 10.51 to Vornado Realty Trust’s Annual Report on Form 10-K for the year ended December 31, 2008 (File No. 001-11954) filed on February 24, 2009 *
- 10.17 ** - Vornado Realty Trust's 2010 Omnibus Share Plan - Incorporated by reference to Exhibit 10.41 to *

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Vornado Realty Trust's Quarterly Report on Form 10-Q for the
quarter ended June 30, 2010
(File No. 001-11954) filed on August 3, 2010

- 10.18 ** - Form of Vornado Realty Trust 2010 Omnibus Share Plan Incentive / Non-Qualified Stock Option *
Agreement. Incorporated by reference to Exhibit 99.1 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954) filed on April 5, 2012
- 10.19 ** - Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted Stock Agreement. *
Incorporated by reference to Exhibit 99.2 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954) filed on April 5, 2012
- 10.20 ** - Form of Vornado Realty Trust 2010 Omnibus Share Plan Restricted LTIP Unit Agreement. *
Incorporated by reference to Exhibit 99.3 to Vornado Realty Trust's Current Report on Form 8-K (File No. 001-11954) filed on April 5, 2012
- 10.21 ** - Form of Vornado Realty Trust 2012 Outperformance Plan Award Agreement. *
Incorporated by reference to Exhibit 10.45 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2012 (File No. 001-11954) filed on February 26, 2013

*

Incorporated by reference.

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Management contract or compensatory agreement.

- 10.22 ** - Form of Vornado Realty Trust 2013 Outperformance Plan Award Agreement. Incorporated *
by reference to Exhibit 10.50 to Vornado Realty Trust's Quarterly Report on
Form 10-Q
for the quarter ended March 31, 2013 (File No. 001-11954), filed on May 6,
2013
- 10.23 ** - Employment agreement between Vornado Realty Trust and Stephen W. Theriot dated *
June 1, 2013. Incorporated by reference to Exhibit 10.51 to Vornado
Realty Trust's
Quarterly Report on Form 10-Q for the quarter ended June 30, 2013 (File
No. 001-11954),
filed on August 5, 2013
- 10.24 ** - Employment agreement between Vornado Realty Trust and Michael J. Franco dated *
January 10, 2014. Incorporated by reference to Exhibit 10.52 to Vornado
Realty Trust's
Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 (File
No. 001-11954),
filed on May 5, 2014
- 10.25 ** - Form of Vornado Realty Trust 2014 Outperformance Plan Award Agreement. Incorporated *
by reference to Exhibit 10.53 to Vornado Realty Trust's Quarterly Report
on Form 10-Q
for the quarter ended March 31, 2014 (File No. 001-11954), filed on May 5,
2014
- 10.26 - Amended and Restated Revolving Credit Agreement dated as of September 30, 2014, by and *
among Vornado Realty L.P. as Borrower, Vornado Realty Trust as General
Partner, the
Banks listed on the signature pages thereof, and JPMorgan Chase Bank
N.A. as
Administrative Agent for the Banks. Incorporated by reference to Exhibit
10.54 to
Vornado Realty Trust's Quarterly Report on Form 10-Q for the quarter
ended
September 30, 2014 (File No. 001-11954), filed on November 3, 2014
- 10.27 ** - Form of Vornado Realty Trust 2016 Outperformance Plan Award Agreement. Incorporated by *
reference to Exhibit 99.1 to Vornado Realty Trust's Current Report on Form
8-K
(File No. 001-11954), filed on January 21, 2016
- 10.28 - Term Loan Agreement dated as of October 30, 2015, by and among Vornado Realty L.P. as *
Borrower, Vornado Realty Trust as General Partner, the Banks listed on the
signature
pages thereof, and JPMorgan Chase Bank, N.A. as Administrative Agent
for the Banks.

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Incorporated by reference to Exhibit 10.32 to Vornado Realty Trust's Annual Report on Form 10-K for the year ended December 31, 2015 (File No. 001-11954), filed on February 16, 2016.

- 10.29 - Amended and Restated Revolving Credit Agreement dated as of November 7, 2016, among Vornado Realty L.P. as Borrower, Vornado Realty Trust as General Partner, the Banks listed on the signature pages thereof, and JPMorgan Chase Bank N.A. as Administrative Agent for the Banks. Incorporated by reference to Exhibit 10.29 to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017. *

* Incorporated by reference.
** Management contract or compensatory agreement.

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- 12.1 - Computation of Ratios for Vornado Realty Trust – Incorporated by reference to Exhibit 12.1 to the combined Vornado Realty Trust and Vornado Realty L.P.’s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 12.2 - Computation of Ratios for Vornado Realty L.P. – Incorporated by reference to Exhibit 12.2 to the combined Vornado Realty Trust and Vornado Realty L.P.’s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 21 - Subsidiaries of the Registrants – Incorporated by reference to Exhibit 21 to the combined Vornado Realty Trust and Vornado Realty L.P.’s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 23.1 - Consent of Independent Registered Public Accounting Firm for Vornado Realty Trust – Incorporated by reference to Exhibit 23.1 to the combined Vornado Realty Trust and Vornado Realty L.P.’s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 23.2 - Consent of Independent Registered Public Accounting Firm for Vornado Realty L.P. – Incorporated by reference to Exhibit 23.2 to the combined Vornado Realty Trust and Vornado Realty L.P.’s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 23.3 - Consent of Independent Registered Public Accounting Firm – Ernst & Young LLP
- 23.4 - Consent of Independent Registered Public Accounting Firm for Vornado Realty Trust – Deloitte & Touche LLP
- 23.5 - Consent of Independent Registered Public Accounting Firm for Vornado Realty L.P. – Deloitte & Touche LLP
- 31.1 - Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty Trust
- 31.2 - Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty Trust
- 31.3 - Rule 13a-14 (a) Certification of the Chief Executive Officer of Vornado Realty L.P.
- 31.4 - Rule 13a-14 (a) Certification of the Chief Financial Officer of Vornado Realty L.P.
- 32.1 - Section 1350 Certification of the Chief Executive Officer of Vornado Realty Trust
- 32.2 - Section 1350 Certification of the Chief Financial Officer of Vornado Realty Trust
- 32.3 - Section 1350 Certification of the Chief Executive Officer of Vornado Realty L.P.
- 32.4 - Section 1350 Certification of the Chief Financial Officer of Vornado Realty L.P.
- 99.1 - Consolidated Financial Statements of Toys R Us, Inc., Report of Independent Registered Public Accounting Firm thereon and Notes to Such Consolidated Financial Statements - Incorporated *

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by reference to Item 8 of Toys R Us, Inc.'s Annual Report on Form 10-K for the fiscal year ended January 28, 2017 (File No. 001-11609), filed with the Securities and Exchange Commission on April 12, 2017

* Incorporated by reference.

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- 101.INS - XBRL Instance Document of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference to Exhibit 101.INS to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 101.SCH - XBRL Taxonomy Extension Schema of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference to Exhibit 101.SCH to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 101.CAL - XBRL Taxonomy Extension Calculation Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference to Exhibit 101.CAL to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 101.DEF - XBRL Taxonomy Extension Definition Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference to Exhibit 101.DEF to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 101.LAB - XBRL Taxonomy Extension Label Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference to Exhibit 101.LAB to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *
- 101.PRE - XBRL Taxonomy Extension Presentation Linkbase of Vornado Realty Trust and Vornado Realty L.P. – Incorporated by reference to Exhibit 101.PRE to the combined Vornado Realty Trust and Vornado Realty L.P.'s Annual Report on Form 10-K for the year ended December 31, 2016 (File No. 001-11954), filed on February 13, 2017 *

* Incorporated by reference.